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FEB 27 '07 -8 09 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 27, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement and Lease Supplement No. 6, dated as of February 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates documents previously filed with the Board under Recordation Number 26580.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest N.A.
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Lessee: Duke Energy Carolinas, LLC
(f/k/a Duke Power Company, LLC)
526 South Church Street
Charlotte, NC 28202

Mr. Vernon A. Williams
February 27, 2007
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A description of the railroad equipment covered by the enclosed document is:

315 railcars: DKPX 730001 – DKPX 730315.


A short summary of the document to appear in the index is:

Memorandum of Lease Agreement and Lease Supplement No. 6.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

FEB 27 '07 7:09 AM
MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 6
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 6, dated as of February 27, 2007, is between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee (the "Lessor"), and DUKE ENERGY CAROLINAS, LLC (f/k/a DUKE POWER COMPANY LLC), a North Carolina limited liability company (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1, attached hereto (the "Railcars"), as indicated under Lease Supplement No. 6 to that certain Equipment Lease Agreement (DPC Trust No. 2006-1), dated as of September 28, 2006.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

DUKE ENERGY CAROLINAS, LLC, AS
LESSEE

By: _____

Name: Stephen G. De May

Title: Assistant Treasurer

NORTH
STATE OF CAROLINA)
) ss:
COUNTY OF
 MECKLENBURG

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of MECKLENBURG this 2nd day of February, 2007 by STEPHEN G. DEMAY as ASSISTANT TREASURER of DUKE ENERGY CAROLINAS, LLC, a North Carolina limited liability company.

Phoebe P. Elliott

Notary Public

My commission expires: JUNE 26, 2011

[Notarial Seal]

Phoebe P. Elliott
Notary Public
Mecklenburg County, NC

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, NOT IN ITS
INDIVIDUALLY CAPACITY BUT SOLELY AS
OWNER TRUSTEE, AS LESSOR

Memorandum of Lease Agreement and Lease Supplement No. 6 (STB)

SCHEDULE 1

FEBRUARY 27, 2007 DELIVERY DATE:

<u>Basic Group #</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer</u>
F	118 ton capacity aluminum "Autoflood III" railcars with non-rotary F couplers, automatic bottom discharge and 4,200 cubic foot capacity	DKPX730001- DKPX730315 (Both Inclusive)	FreightCar America, Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/27/07



Robert W. Alvord